



MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

7
DEC.

THE
VULTURE
LOOKS TOO
SURE OF HIMSELF!
HE MUST HAVE A
FOOL-PROOF PLAN
TO DEFEAT ME!
BUT--WHAT CAN
IT BE?

A MARVEL SUPER-SPECTACULAR:
"the VULTURE'S
RETURN!"



HERE IS SPIDER-MAN
AS YOU LIKE HIM...
FIGHTING! JOKING! DARING!
CHALLENGING THE MOST
DANGEROUS FOE OF ALL, IN THIS--
THE MARVEL AGE OF COMICS!

THE WORLD'S GREATEST MOLDER OF HANDSOME HE-MEN and CHAMPS out of WEAKLINGS says

YOU can now get **FREE!**

ALL these 5 famous PICTURE-PACKED STRENGTH-TEST COURSES to Make YOU a SUPER-MAN. (formerly \$5.00 each) Now FREE to you if you mail coupon AT ONCE! LAST CHANCE!

SKINNY OR FAT, 15, 20, 30 OR 40 YEARS OF AGE
I'LL BUILD YOU INTO A NEW ATHLETIC MIGHTY-MUSCLED ALL-MALE HE-MAN

In THRILLING MINUTES a day, as I have done to THOUSANDS in 20 YEARS.



BEN REBUHU
20 years Directing Head of the most famous and largest home-training body building institute in the world, through which millions of youths and men applied for training, of which countless were changed from skinny and fat weaklings into streamlined heroic he-men.



This now **MAGNIFICENT MODERN HERCULES**, 26 year old teacher, William Butler,

How would **YOU** like to have 18 1/2 inch ARMS a 52 inch CHEST like this A.B.C. pupil NOW has?

says to YOU, "No matter WHAT your age, I advise you, SEND for the A.B.C. WONDER PICTURE COURSES at once.

Under the World's GREATEST BODY-BUILDER, I now have 18 1/2" ARMS, a 52" CHEST; my STRENGTH has greatly improved. So have my sports. I have won titles like 'Mr. Virginia', 'Mr. State Y.M.C.', etc.

YOU can soon be a HERO of MEN like Butler is and an IDOL of WOMEN in a few weeks!

Yes! In just 10 THRILLING MINUTES a day, in the SECRECY of YOUR OWN ROOM at home, MY RAPID-FIRE, EASY AS ABC FAMOUS PICTURE METHODS will start building you the VERY FIRST NIGHT. I'll show you How to Mold 18 INCH ARMS of MIGHT, a big, deep 48 INCH CHEST housing TIMELESS LUNGS, WIDE MANLY SHOULDERS — a BROAD BRAUNY BACK, tapering to a SLENDER WAIST with punch-proof STOMACH MUSCLES, LEGS of RUNNING POWER.

WOMEN always say, "I just adore, A.B.C. ALL-MALE HE-MEN".

Well I don't care how skinny or flabby you are now, if you're in your teens, twenties, thirties or forties, I'll show you in just 10 thrilling minutes in your home, how you can make yourself over by the easy, quick method I turned myself from wreck to a tower of strength and endurance, of others into all-male he-men!

YES! You add INCHES of MIGHTY MUSCLES to your ARMS, deepen your CHEST, broaden your BACK and SHOULDERS, from HEAD to HEELS you'll gain SIZE, POWER, LIGHTNING SPEED, ENDURANCE. You'll become a SUCCESSFUL HE-MAN in LOOKS and ACTS — a WINNER in EVERYTHING — athletics, business, studies.



BEFORE
mailing coupon this A.B.C. pupil was this 90 lb. skeleton. Gained 70 lbs. Made football team.

"I'm proud of you now, Tony!"
Pascarella
28

"NO MATTER WHAT YOUR AGE I'll show you, by my quick, easy SECRETS

How to GAIN OR LOSE UP TO 50 LBS. FAST

like my pupils here did and THOUSANDS do now."



"I GAINED 60 LBS. OF SHAPELY MIGHTY MUSCLES. BEFORE
mailing coupon, I was a 125 lb. 6 ft. skinny weakling."

says JOHN SILL



"I LOST 30 LBS. OF DANGEROUSLY UGLY FAT 4 INCHES OFF MY WAIST!"

"That 220 lb. FAT-BOY at the right was ME a few short weeks ago."

A.B.C. streamlined my body, made me a new man my 47" chest my 32" waist 15" difference attracts admiration at the beach.



YOU can add 7 inches to your CHEST 3 1/2 inches to each ARM and the rest in proportion just as I did.

YOU can WIN the 18" tall SILVER TROPHY with name on it, a GOLD MEDAL, \$100, as I did.

45 year old FATHER and 18 year old SON — now Pals — train A.B.C. way together!



"Both gained pounds of powerful muscles. Advise all you fathers and sons to send for the A.B.C. courses without foolish delay."

LARRY CAMPBELL



YOU become a WINNER in ALL you do like these and MILLIONS of my pupils!

YOU become a STAR in ANY SPORT! You fear NO MAN or BULL!

AMERICAN BODY BUILDING CLUB, Dept. MA310 GREAT NECK, NEW YORK

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THE RETURN OF THE VULTURE

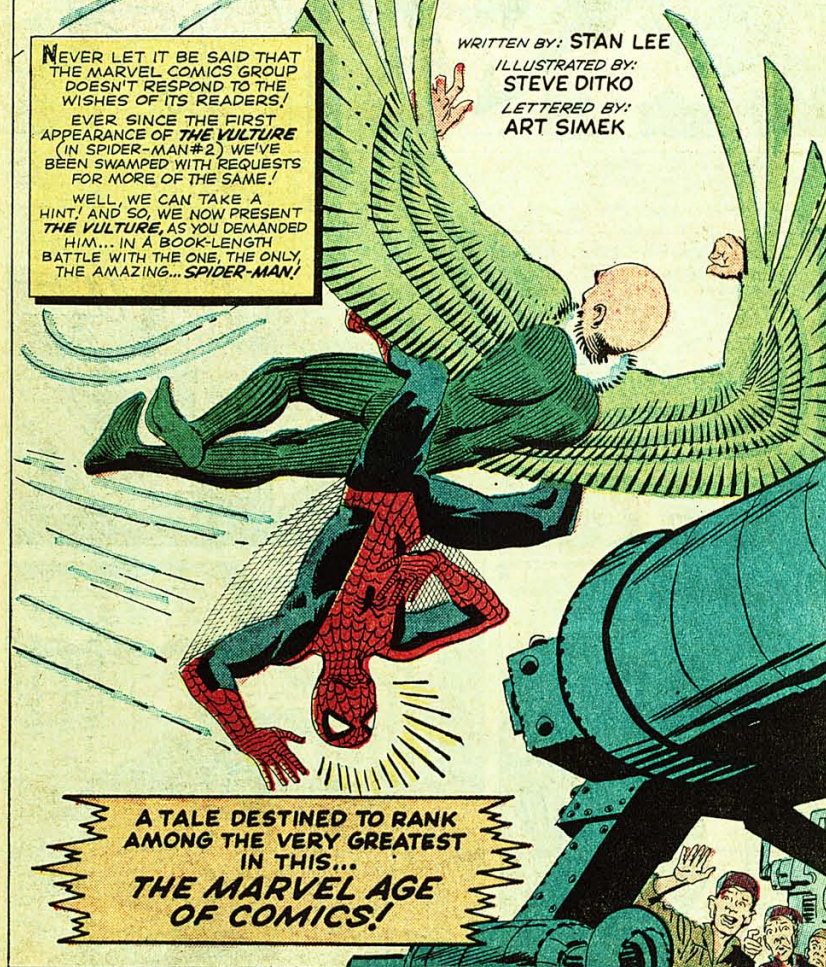
WRITTEN BY: STAN LEE

ILLUSTRATED BY: STEVE DITKO
LETTERED BY: ART SIMEK

NEVER LET IT BE SAID THAT THE MARVEL COMICS GROUP DOESN'T RESPOND TO THE WISHES OF ITS READERS!

EVER SINCE THE FIRST APPEARANCE OF THE VULTURE (IN SPIDER-MAN #2) WE'VE BEEN SWAMPED WITH REQUESTS FOR MORE OF THE SAME!

WELL, WE CAN TAKE A HINT! AND SO, WE NOW PRESENT THE VULTURE, AS YOU DEMANDED HIM... IN A BOOK-LENGTH BATTLE WITH THE ONE, THE ONLY, THE AMAZING... SPIDER-MAN!



A TALE DESTINED TO RANK AMONG THE VERY GREATEST IN THIS...
THE MARVEL AGE OF COMICS!

FOR THOSE OF YOU WHO MISSED **SPIDER-MAN #2**, IT CONCERNED HIS SPECTACULAR BATTLE WITH ONE OF THE MOST DANGEROUS VILLAINS OF ALL TIME, THE AWESOME FLYING **VULTURE!** NO MAN KNEW THE SECRET BEHIND THE VULTURE'S ABILITY TO FLY...UNTIL SPIDER-MAN DEDUCED THAT HIS WINGS WERE OPERATED BY A UNIQUE FORM OF **MAGNETIC POWER...**



...AND SO, SPIDER-MAN CREATED A POWERFUL **ANTI-MAGNETIC INVERTER** WHICH HE USED AGAINST THE VULTURE IN THEIR FINAL BATTLE...



WITH HIS MAGNETIC POWER NULLIFIED, DUE TO **SPIDER-MAN'S** INVERTER, THE VULTURE WAS FORCED TO SPIRAL TO THE GROUND, INTO THE WAITING ARMS OF THE POLICE! AND SO ENDED THAT EPIC BATTLE!



FOR MONTHS IT SEEMS THAT SPIDER-MAN'S PREDICTION IS CORRECT, AS THE IMPRISONED VULTURE BECAME A MODEL INMATE OF STATE PRISON...



THE GULLIBLE FOOLS! THEY DON'T SUSPECT THAT I'M PUTTING TOGETHER **ANOTHER** FLYING DEVICE FOR MYSELF--RIGHT UNDER THEIR NOSES!



AND, AFTER BED CHECK...



THE NEXT DAY, DURING EXERCISE PERIOD IN THE PRISON COURTYARD...



MEANWHILE, IN THE SCHOOL YARD AT MIDTOWN HIGH, SOME VOLLEYBALL PRACTICE IS IN PROGRESS...



WE INTERRUPT OUR PROGRAM TO BRING YOU A SPECIAL BULLETIN, **THE VULTURE** HAS ESCAPED FROM STATE PRISON! ALL CITIZENS ARE URGED TO LOCK THEIR DOORS, AND REPORT ANY SUSPICIOUS...



SPIDER-MAN IS THE ONE BEST SUITED TO CATCH HIM! I'VE GOT TO GET OUT OF HERE--**FAST!**



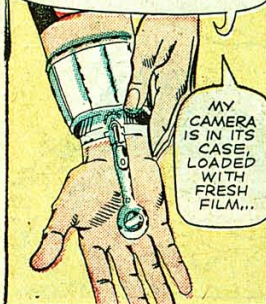
JUST MY CRUMMY LUCK! EVERY TIME I HAVE TO TAKE OFF TO CHANGE TO SPIDER-MAN, EVERYONE THINKS I'M CHICKENING OUT BECAUSE OF WEAKNESS!



LATER, AT HOME...



LET'S SEE... I'D BETTER CHECK ALL MY EQUIPMENT! I'VE GOT MY ANTI-MAGNETIC INVERTER WITH ME... AND MY WEB-SHOOTER IS POSITIONED AND READY FOR ACTION...

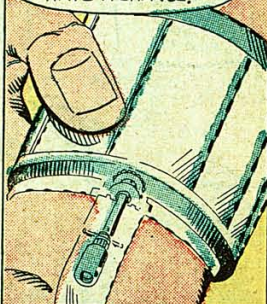


MY CAMERA IS IN ITS CASE, LOADED WITH FRESH FILM...

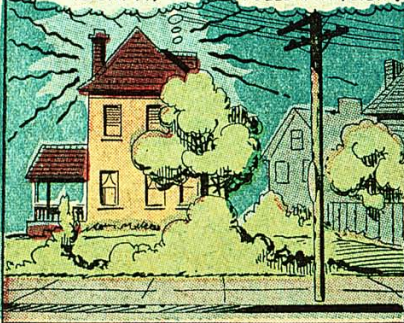
...I REFILED MY WEB-FLUID CAPSULE--AND ALL DEVICES CHECK OUT... A-OKAY!



THIS WEB-SHOOTER IS THE COOLEST THING I EVER DREAMED UP! I CAN DO ALMOST ANYTHING WITH IT! THE VULTURE WON'T HAVE A CHANCE!

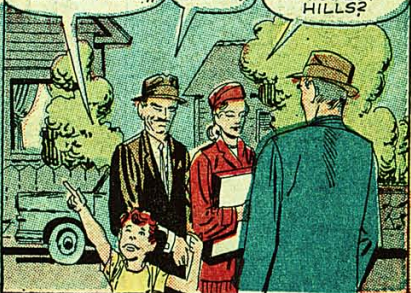


I HAD TO WAIT ALMOST TWENTY MINUTES... BUT NOW, ACCORDING TO MY SPIDER-SENSE, THE STREET IS EMPTY!



I CAN'T EVER TAKE THE CHANCE OF SOMEONE SEEING ME LEAVE THE HOUSE IN DAYLIGHT!

A FEW MINUTES LATER... MOMMY! DADDY! I JUST SAW SPIDER-MAN SWINGING ACROSS THE ROOFTOPS!!



YOU'RE JUST IMAGINING THINGS, BOBBY! WHAT WOULD SPIDER-MAN BE DOING HERE, IN A QUIET RESIDENTIAL NEIGHBORHOOD IN FOREST HILLS?

BUT SPIDER-MAN DOESN'T REMAIN IN ANYONE NEIGHBORHOOD FOR LONG! WITH DAZZLING SPEED, HE HEADS FOR THE HEART OF THE CITY...



THE VULTURE'S A FOOL! I BEAT HIM BEFORE WITH MY ANTI-MAGNETIC INVERTER...

DOESN'T HE REALIZE I CAN DO IT AGAIN?

WHILE HOURS LATER, IN ANOTHER PART OF THE SPRAWLING METROPOLIS...



NOW TO TRY OUT MY NEW MODIFIED WINGS!

AH! I'VE BEEN SIGHTED BY A POLICE HELICOPTER!

WE'RE IN LUCK! THERE'S THE VULTURE!

GOOD! THIS WILL GIVE ME A CHANCE TO TEST MY GREATER-THAN-EVER FLYING POWER UNDER ACTUAL COMBAT CONDITIONS!



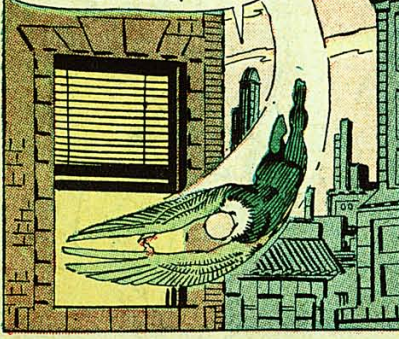
CALLING HEADQUARTERS! HAVE LOCATED VULTURE!

I CAN MANEUVER PERFECTLY! COMPARED TO MY WINGS, THAT WHIRLEYBIRD IS A SLOW, CUMBERSOME, CLUMSY OLD TUB!



THAT CHARACTER CAN TURN ON A DIME!

NO AIRCRAFT CAN CATCH ME! THERE ISN'T A SHIP BUILT THAT CAN DUPLICATE FEATS LIKE THIS!



HMMM! A JEWELRY SHOWROOM, I MIGHT AS WELL PUT THIS VISIT TO SOME GOOD USE!



THE VULTURE! H-HOW DID YOU GET IN HERE?

THE SAME WAY I SHALL LEAVE... WITH YOUR MOST VALUABLE GEMS! JUST WATCH ME...

HOW EASY THAT WAS! NOTHING CAN STOP A FLYING MAN! I CAN GO ANYWHERE-- DO ANYTHING-- AND ALL OF SPACE IS MY ESCAPE ROUTE!



HELP! I'VE BEEN ROBBED! HELP!

IF I FLY LOW ENOUGH, I CANNOT BE TRACKED BY RADAR! THE POLICE WILL NEVER KNOW WHERE I SHALL STRIKE NEXT!



LOOK! IT'S THE VULTURE!

SOMEBODY DO SOMETHING!

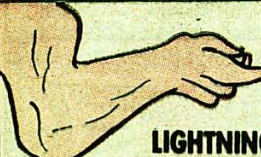
LIKE WHAT?

ANOTHER MARVEL MASTERPIECE



IN THE FABULOUS MARVEL STYLE

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YOU CAN HAVE THE SECRET WEAPON!

NOW YOU'LL BE ABLE TO OVERCOME ANY ATTACK WIN ANY FIGHT!!

LIGHTNING JU-JITSU
FREE—HOW TO PERFORM STRONG MAN STUNTS

No need to fear any attacker! Now through the use of simple "A-B-C" instructions, you will be able to protect yourself under any circumstance. Lick your weight in with the easy-to-learn secret and destructive power of lightning Ju-Jitsu! You will master the simple grip, pressure, blows, jab, edge of hand blow, thumb-screw, seat rattle, shoulder pinch, hip and knee throw and more of other holds.

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This amusing book offers many hours of fun-filled activity. It is 14 sections contain a wide assortment of enjoyable and interesting pastimes—hobbies and games for every active youngster. Contains magic tricks, how to build things, prisoner game, dog tricks, new spinning tricks, indoor and outdoor games. Perfect for rainy days. 221 pages, check full of what-to-do game illustrations. This book will give you and the gang hours of pleasure. \$1.00

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\$2.00

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Becomes an expert draftsman. This sensational new book contains 31 step-by-step illustrated drawings showing you how to scale drawings, hand letter, use of line French curve, use of other mechanical instruments. Achieve perfection in mechanical drawings this easy way.

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- ☐ FUN FOR GIRLS..... \$1.00
- ☐ The Key To Judo..... \$1.00
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WE CAN'T RISK SHOOTING AT HIM! HE'S CLEVER ENOUGH TO FLY OVER THE CROWD! IF A BULLET SHOULD MISS HIM, IT MIGHT RICOCHET AND HIT AN INNOCENT BYSTANDER!

THAT'S WHAT HE'S COUNTING ON! HE KNOWS WE WON'T FIRE SO LONG AS HE REMAINS IN THE HEART OF THE CITY!



BUT, IN ALL OF NEW YORK, THERE IS ONE PERSON WHO IS CAPABLE OF MEETING THE VULTURE ON HIS OWN TERMS... AND THAT PERSON FINALLY FINDS HIS PREY...

AT LAST! MY SPIDER-SENSE LED ME TO THE VULTURE!



I'VE GOT TO GET CLOSER! MY ANTI-MAGNETIC INVERTER ONLY WORKS AT SHORT RANGE!

SO! WE MEET AGAIN, SPIDER-MAN!



SPIDER-MAN DOESN'T SUSPECT THAT HIS ANTI-MAGNETIC DEVICE, WHICH DEFEATED ME BEFORE, WILL NOT WORK THIS TIME!

THEREFORE, HE WILL ALLOW ME TO GET CLOSE TO HIM... WHICH IS WHAT I WANT TO DO!



HE'S FLYING STRAIGHT TOWARDS ME! PERFECT!

THIS WILL BE OUR FINAL ENCOUNTER, YOU YOUNG FOOL!

I'M GLAD I BROUGHT MY CAMERA, TOO!



WHAT A PICTURE THIS WILL MAKE! JAMESON OUGHT TO PAY ME A FORTUNE!

I'LL SNAP HIM JUST AS MY INVERTER MAKES HIM SPIRAL TO THE GROUND!

NOW!!!



IT WORKED! I'M ALMOST DISAPPOINTED! IT WAS TOO EASY!

I'LL PRETEND TO BE FALLING! HE'S SURE TO FOLLOW ME DOWN!



HE'S DESCENDING-- TOTALLY UNPREPARED FOR MY NEXT MOVE! OH, WHAT A BEAUTIFUL REVENGE THIS WILL BE FOR THE VULTURE!



DID I SEE HIM SMILE AS HE STARTED TO FALL?

AW, IT MUST BE MY IMAGINATION!



PERFECT! HE CAN'T TRAVEL AS QUICKLY AS I! HE HAS TO DESCEND LEDGE BY LEDGE! AND NOW, WHILE HE'S ON THAT LEDGE ABOVE, HE CAN'T SEE ME!

HE DOESN'T REALIZE I'M SWOOPING UP TO HIM AGAIN!



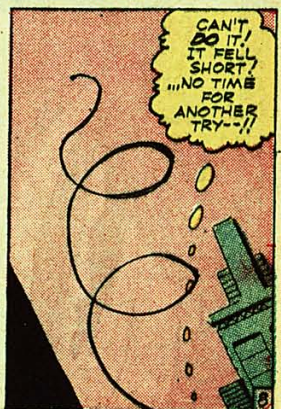
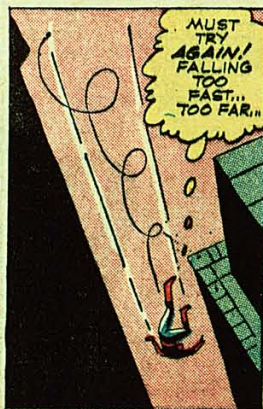
MY SPIDER-SENSE IS STARTING TO TINGLE, BUT WHY? THE VULTURE MUST BE A PRISONER ON THE GROUND BY NOW! THERE CAN'T BE ANY DANGER HERE!

IF I TIMED IT RIGHT, HE SHOULD BE JUST REACHING THE EDGE OF THE PARAPET...



OH!!!

SURPRISE, SPIDER-MAN! EVEN YOU CANNOT WARD OFF A DOUBLE UPPER-CUT WHILE YOU'RE COMPLETELY OFF-BALANCE!



WEARILY, CAUTIOUSLY, SPIDER-MAN REACHES HIS HOME, AND THEN QUIETLY, ENTERS THRU A REAR WINDOW...

DON'T THINK I BROKE ANY BONES... THE ARM IS PROBABLY JUST SPRAINED!



BUT BOY, DOES IT EVER HURT!! WON'T BE ABLE TO USE IT FOR DAYS! WELL, BETTER CHANGE BACK TO PETER PARKER NOW WHILE I STILL CAN...



BUT, JUST THEN... AUNT MAY! CAN'T LET HER FIND ME HERE LIKE THIS! SHE'S OPENING THE DOOR!!



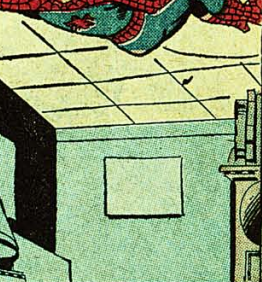
PETER, DEAR--? OH, FOR GOODNESS SAKE! I MUST HAVE BEEN HEARING THINGS!



ALTHOUGH, IT'S STRANGE THAT HE'S NOT HERE YET! HE KNOWS HOW I WORRY! WHEN HE COMES HOME LATE, HE'S SUCH A FRAGILE BOY...NOT A ROUGHNECK LIKE THAT FLASH THOMPSON!



PETER, DEAR--? OH, FOR GOODNESS SAKE! I MUST HAVE BEEN HEARING THINGS!



WHOW-- THAT WAS A CLOSE ONE! IF AUNT MAY EVER SUSPECTED THE TRUTH ABOUT FRAGILE ME--WHOW!



BOY! IT TOOK ALMOST A HALF HOUR TO CHANGE ODDS! I'M SURE NOT GONNA BREAK ANY SPEED RECORDS WITH THIS ARM OF MINE!



NOW TO SLIP OUT AND COME IN THE FRONT DOOR AS PETER PARKER! HOPE AUNT MAY WON'T MAKE A FEDERAL CASE OUT OF MY SPRAINED ARM!



CONTINUED AFTER NEXT PAGE...

WILL YOU WORK SATURDAY MORNINGS for \$500 to \$2000 EXTRA?

THIS SPARE TIME SHOE BUSINESS CAN MAKE BIG MONEY FOR YOU...

DON'T Invest a Cent! We give you a FREE SELLING OUTFIT!

It's just like having an EXTRA payday every week... just for showing friends, relatives and neighbors how they'll "walk on air" in Mason comfort shoes! Many a man sells 2, 3, 4 or 6 pairs of Mason shoes on Saturday morning alone—and makes himself as much as \$5 to \$20 or more extra for 2 or 3 hours of his time. You keep all of your profit! We furnish you a FREE selling outfit containing everything you need to start making money right away. We carry the stock for you and ship the shoes for you—your profit is clear! You never invest a cent. And think what you'll save on your own shoes, too!

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You'll take orders for over 230 different shoe styles for dress, sport or work, for men and women—a far greater selection than any neighborhood store can possibly stock. And you can fit almost anyone! You'll draw from our 300,000-pair stock with sizes ranging from 2½ to 15, widths AAAAA to EEEE! You'll feature exclusive Velvet-eez shoes with foamy-soft air-cushion innersoles that let you "walk on air." You show many other exclusive features... Ripple Sole Shoes, Oil-Resistant Work Shoes, Magic Shu-Lok Shoes, colorful styles for women—a line that's far beyond the reach of any store. That's why EVERYBODY is your prospect. And because Mason Shoes are never sold through stores, folks must buy from you!

Sales Equipment Absolutely FREE

Fill out and mail coupon below. We'll rush you your FREE selling outfit. Kit features 230 fast-selling shoe styles, plus foolproof measuring equipment—and "How To Make Extra Money" booklet. Send no money now or later. You get everything you need to start. Rush coupon for your FREE selling outfit... have an EXTRA payday next Saturday! Act today!

MASON SHOE MFG. CO.
Dept. Y-3
Chippewa Falls, Wisconsin

RUSH STARTING OUTFIT

MR. VICTOR MASON
Mason Shoe Mfg. Company, Dept. Y-3 Chippewa Falls, Wis.
Dear VIC: Please rush FREE and postpaid my Starting Shoe Business Outfit with EVERYTHING I need to start making extra cash Saturday mornings.

Name _____ (PLEASE PRINT)
Address _____
Town _____ State _____

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If you have ambition, are well and can train and supervise others, we may have an opening for you as a District Sales Manager.
If you are qualified for this type of promotion, write us. Give age, education, sales and management experience. Personal interviews arranged with qualified men.
Write: F. H. Roberts, Desk B, Mason Shoe Mfg. Company, Chippewa Falls, Wis.

THAT NIGHT... PLEASE STOP WORRYING, MRS. PARKER! I ASSURE YOU IT'S ONLY A SPRAIN—ALTHOUGH IT IS A PAINFUL ONE! YOUR NEPHEW'S ARM WILL BE FINE IN A FEW WEEKS!



OH WELL, I'LL WORRY ABOUT THE VULTURE WHEN THE TIME COMES! RIGHT NOW, MY BIGGEST PROBLEM IS AUNT MAY!

YOU'RE SURE HE SHOULDN'T GO TO THE HOSPITAL, DOCTOR?

POSITIVE, MRS. PARKER!



NOW PROMISE YOU WON'T PLAY THOSE DANGEROUS VOLLEY BALL GAMES IN THE SCHOOL YARD ANY MORE, DEAR!

NOT FOR THE NEXT WEEK, AUNT MAY!



NEXT DAY... I HATED TO LIE TO AUNT MAY, BUT I COULDN'T VERY WELL SAY I HURT MY ARM WHEN I FELL ON A ROOFTOP FIGHTING THE VULTURE! UH OH! LOOK WHO'S COMING!

WELL, WELL! WHERE'S YOUR PURPLE HEART MEDAL, PETEY BOY?



HOW'D BIG, BRAVE PETER HURT HIS POOR LITTLE ARM? DID YOU TRY TO TURN TOO MANY HEAVY PAGES AT ONE TIME, BOOKWORM? OR DID YOU DROP A NASTY LITTLE TEST-TUBE ON IT IN THE LAB?



LOOK AT PETER BLUSH! OH, FLASH MONEY, YOU'RE A SCREAM!

BLUSH? THEY DON'T RECOGNIZE I'M LIVID WITH ANGER! IF I EVER LET GO, I'LL SPLATTER THAT CLOWN ALL OVER THE LANDSCAPE!



MEANTIME, THE VULTURE, BASKING IN HIS TRIUMPH, RELAXES AT HIS OLD HIDEOUT, AN INNOCENT-LOOKING ABANDONED FARM SILEO ON STATEN ISLAND, NOT FAR FROM THE HEART OF MANHATTAN!

NO ONE WILL EVER THINK TO LOOK FOR ME HERE!



THIS IS THE LIFE! NO MORE SPIDER-MAN TO WORRY ABOUT! NOTHING TO DO BUT PLAN MY NEXT BIG HAUL!

AND I THINK I KNOW WHAT IT'S GOING TO BE!



ONE OF THE BIGGEST PAYROLLS IN NEW YORK IS AT THE OFFICE OF J. JONAH JAMESON! HE PUBLISHES THE "DAILY BUGLE" AND "NOW" MAGAZINE! HE MUST EMPLOY HUNDREDS OF WORKERS!



AND THAT MEANS HUNDREDS OF NICE, FAT, JUICY PAY ENVELOPES, JUST WAITING FOR THE VULTURE TO FLY IN AND GRAB THEM!

IT'S THE END OF THE WEEK NOW, SO ALL THE DOUGH MUST BE IN THE SAFE, READY FOR PAY DAY! ONLY, IT'S GONNA BE MY PAY DAY THIS TIME!



AND, AT THE OFFICES OF THE DAILY BUGLE, WE FIND YOUNG PETER PARKER, TALKING TO J. JONAH JAMESON'S SECRETARY...

OH, PETER, NOBODY COULD SPRAIN HIS ARM PLAYING VOLLEY BALL!

WHAT REALLY HAPPENED?



IT HAPPENED IN THE AIR, WHILE I WAS FIGHTING THE VULTURE FOR DEAR LIFE!

OH, WELL! ASK A SILLY QUESTION

SO LET'S STICK TO THE VOLLEY BALL STORY, OKAY?

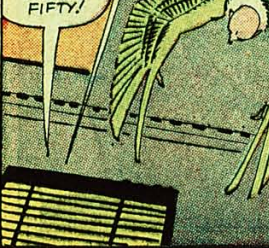


I'LL ADMIT THAT'S A FINE PICTURE OF THE VULTURE, PARKER, BUT I CAN'T PAY MORE THAN TEN DOLLARS FOR IT! AFTER ALL, HE'S BEEN SEEN ALL OVER TOWN! LOTS OF PEOPLE HAVE SNAPPED HIM! I WANT SOMETHING DIFFERENT!

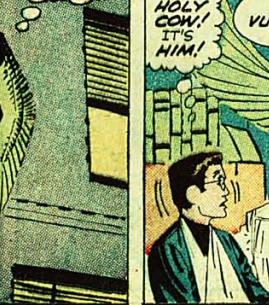


AW, COME ON, MR. JAMESON! NOBODY'S TAKEN A CLOSE-UP LIKE THIS BEFORE!

WELL... ALRIGHT! I'LL PAY TWELVE-FIFTY!



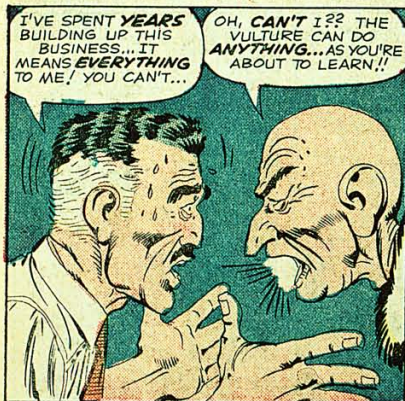
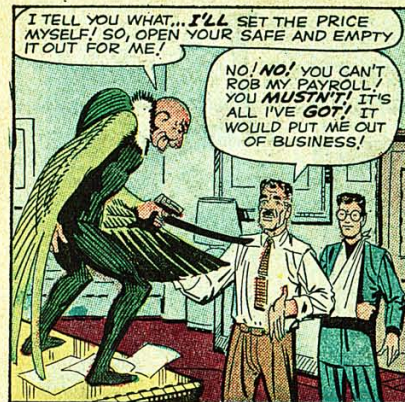
BETTER SAVE YOUR DOUGH, SUCKER! YOU'RE GONNA NEED IT!



GREETINGS, JAMESON! IF YOU'LL PAY FOR A MERE PHOTO OF ME, WHAT WILL YOU GIVE FOR THE VULTURE IN THE FLESH??!

HOLY COW! IT'S HIM!





CONTINUED AFTER NEXT PAGE



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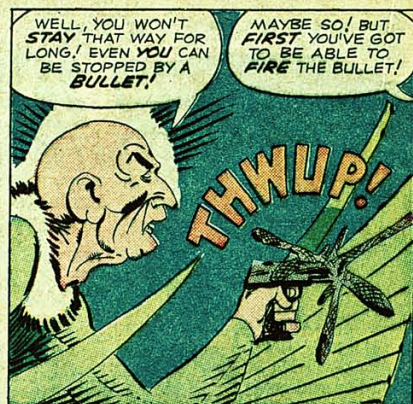
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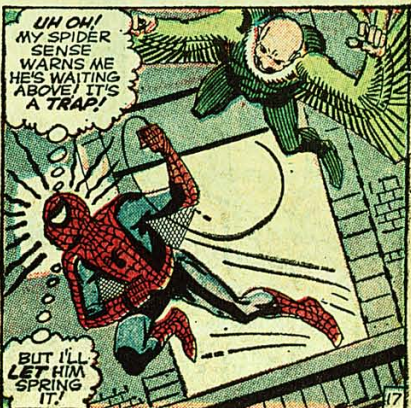
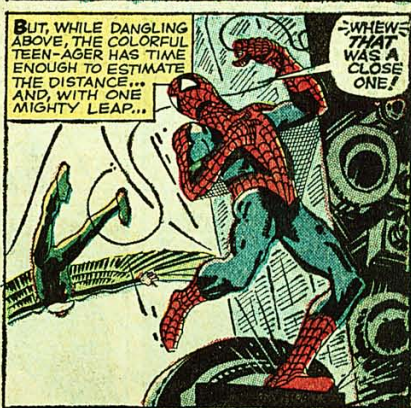
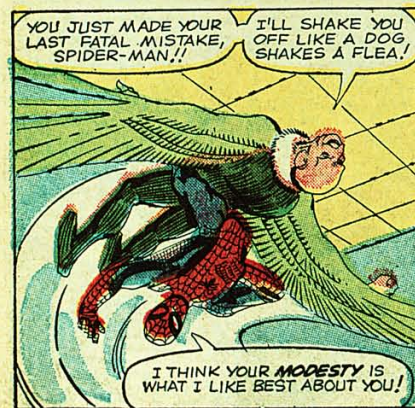
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HAH! YOU BLUNDERED RIGHT INTO MY TRAP, AS I KNEW YOU WOULD!

WELL, MERCY ME!



I'LL TAKE YOU UP SO HIGH THAT YOU'LL BE COMPLETELY HELPLESS! EVEN A SPIDER IS POWERLESS IN THE SKY!

ARE YOU SURE YOU WERE NEVER VACCINATED WITH A PHOTOCOPY NEEDLER



YOUR FLIPPANCY IS WASTED ON ME, SPIDER-MAN! YOU'RE JUST WHISTLING IN THE DARK! I KNOW! AN IGY FEAR MUST BE GRIPPING YOUR HEART RIGHT NOW!

WELL, I'LL ADMIT I'VE HAD HAPPIER MOMENTS!



BEFORE I DROP YOU, SPIDER-MAN, I WANT TO SAY I ADMIRE YOUR COURAGE! ANYONE ELSE WOULD BE BEGGING FOR MERCY NOW! I'M ALMOST SORRY TO HAVE TO DO THIS...

YEAH! I CAN SEE THAT YOU'RE ALL BROKEN UP!



WELL, I'M GONNA TELL YOU A SECRET... THIS LITTLE PARTY ISN'T OVER YET! WATCH....!



YOU--YOU PINNED MY WINGS WITH YOUR WEB!! YOU FOOL! IF I CANNOT FLY... WE BOTH WILL PERISH!

WELL, WHO WANTS TO LIVE FOREVER?!

CONTINUED AFTER NEXT PAGE

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1000 MAGIC TRICKS

• 25¢ •
MAGIC IS FUN!</

I DON'T WANT TO DIE! SAVE ME! SOBS DO SOMETHING! PLEASE--PLEASE! SAVE ME!



I CAN'T! I'M TOO BUSY ADMIRING YOUR TIGHT-TIPPED COURAGE!

WELL, ANYTHING TO STOP YOUR MOANING! SUPPOSE I SPIN A LITTLE WEB WHILE WE FALL--?



AT A TIME LIKE THIS??!

SURE! IT MIGHT BE FUN! SPECIALLY IF I MAKE IT WITH MY NEW SEMI-SOLID FLUID WHICH ENABLES IT TO ACT LIKE A PARACHUTE!



LOOK! IN THE SKY! A GIANT PARACHUTE!

THERE ARE TWO FIGURES DANGLING FROM IT!!

WHO ARE THEY??

CAN'T TELL! TOO HIGH UP! WAIT-- THEY'RE GETTING CLOSER! I-I CAN MAKE A COSTUME--!

IT'S SPIDER-MAN! AND THE VULTURE!

SPIDER-MAN'S BEATEN HIM!

BY SOME MIRACLE, SPIDER-MAN WON!



DARN RIGHT I DID, CURLY! I DON'T DEPEND ON MY WINGS TO DO MY THINKING FOR ME, LIKE SOME GUY I COULD MENTION!

WELL, PLAYMATE, THIS IS WHERE I GET OFF! I'LL LET YOU SOLO THE REST OF THE WAY DOWN!

IF YOU ENJOY IT, IT COULD MAKE A GREAT HOBBY!

YOU HAVEN'T HEARD THE LAST OF ME, SPIDER-MAN!

YOU MEAN YOU'RE GONNA FLAP YOUR LIPS TILL THE BITTER END?

SPIDER-MAN! WAIT!!

WELL, IF IT ISN'T LAUGHING-BOY JAMESON! HE PROBABLY WANTS TO APOLOGIZE AND OFFER ME A BIG REWARD!



AND WHO AM I TO REFUSE?

YES, MR. JAMESON?

I WANT YOU TO KNOW THAT I HOLD YOU RESPONSIBLE FOR ALL THE DAMAGE DONE TO MY BUILDING! IT'S ALL YOUR FAULT FOR BUTTING IN!

SAY WHAT ARE YOU? A PROFESSIONAL NUT?



I'LL SHOW YOU WHO'S A NUT! SOONER OR LATER I'LL LEARN WHO YOU REALLY ARE! AND WHEN I DO...

YEAH? THEN WHAT?

--I'LL GET WHAT'S COMING TO ME! IN SPADES!

MISTER, I'M ABOUT TO GIVE YOU SOMETHING RIGHT NOW THAT'S BEEN COMING TO YOU FOR MONTHS!

NO! NO! YOU-YOU WOULDN'T DARE!! DON'T--!

WHY NOT? WHAT HAVE I GOT TO LOSE? YOU COULDN'T HATE ME ANY MORE THAN YOU DO NOW!



BUT, ANYHOW, I WON'T HAVE TO LISTEN TO YOU FOR A WHILE! THAT WON'T WEAR OFF FOR AT LEAST AN HOUR!

*** MMPFF! GBBFF! PHHFF! ***

MINUTES LATER, A SILENT FIGURE NOISELESSLY ENTERS THE BUILDING IN HIS OWN INIMITABLE MANNER...

SO FAR, SO GOOD! THE COAST IS CLEAR!

HOPE NOBODY FOUND MY CIVVY CLOTHES--

NOPE! THEY'RE JUST WHERE I HID THEM!



AND, WITHIN SECONDS, THE AMAZING SPIDER-MAN VANISHES, TO BE REPLACED BY A SLING-WEARING, INNOCENT-LOOKING PETER PARKER!



THE WORST THING ABOUT BEING SPIDER-MAN IS CHANGING CLOTHES A ZILLION TIMES A DAY!



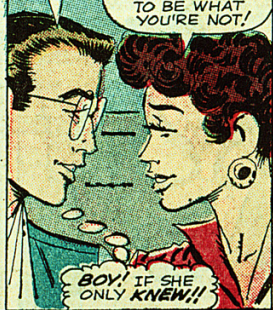
PETER, SOMETIMES I GET THE FEELING THAT YOU'RE LAUGHING AT A SECRET LITTLE JOKE THAT'S ALL YOUR OWN!



HI, BETTY! WHAT ARE YOU DOING BEHIND THAT DESK?



IT'S THE ONLY SAFE PLACE, PETER! THIS OFFICE WAS A MADHOUSE A FEW MINUTES AGO!

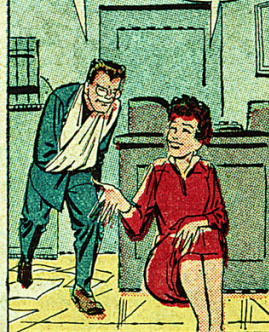


PETER PARKER! THAT'S THE CLOSEST THING TO A ROMANTIC REMARK I'VE EVER HEARD YOU SAY!



GOSH, I CAN BE MORE ROMANTIC THAN THAT! HERE, REST YOUR HEAD ON MY SHOULDER, BLUE EYES, AND LET'S ENJOY THE SILENCE!

MIND IF I JOIN YOU?



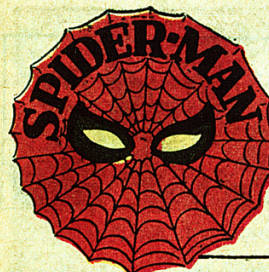
BE MY GUEST!



NEITHER AM I! MAYBE THAT'S WHY I LIKE YOU SO MUCH, PETER! AT LEAST, YOU DON'T PRETEND TO BE WHAT YOU'RE NOT!



BOY! IF SHE ONLY KNEW!!



SPIDER'S WEB

Please address your letters to:
THE SPIDER'S WEB
Third Floor
655 Madison Ave.
New York 21, N. Y.

Dear Stan and Steve,

"Nothing Can Stop the Sandman" was more than a well-written, well-drawn story of a battle between a super-hero and a super-villain. It was, in my humble opinion, the most reasonable account ever written of a day in the life of a super-hero. His problems, his triumphs, and his thoughts were all covered thoroughly in your story. Although Peter Parker's bizarre costume makes him appear bigger than life (which after all is its purpose beside hiding his identity), this story carefully painted a picture of a teenager with super abilities wondering if they are really a gift. Other episodes like his problems with the torn mask, J. J. Jameson's hate for him, and his girl troubles all made for the best portrait of a super-hero's life ever written. I could hardly help feeling I actually knew Spider-Man personally. Of course, Sandman was an ingenious villain. His simple powers were just perfect and proved a match for Spider-Man. Continue Spider-Man in his present vein and he will run till, as you say, "Peter Parker picks a peck of pickled peppers."

Joe Finley
Route 4
Sparta, Tenn.

Didn't anyone ever tell you, Joe—if you can't say something NICE about a fella, don't say anything! But seriously, if we're half as good as you imply, then we're twice as pleased as you!

Dear Stan and Steve,

I think Peter Parker should have a girl friend who sticks up for him when he's being bullied; and I don't mean some chick who's homely, wears specs and a sack dress, with black-and-white saddle shoes, or is as science-minded as he is. I mean a doll with a good figure, get-up-and-go, who digs jazz and rock-and-roll. You follow me?

Sidney Wright
Worcester, Mass.

No, Sid, but we'd sure follow HER!

Dear Stan and Steve,

May I congratulate you (or should it be thank you) for the tremendous quality of AMAZING SPIDER-MAN. Originally, (meaning AMAZING FANTASY #15) he was a run-of-the-mill deadbeat, typical of the baleful boredom which sometimes prevailed in your comics. The Ditko art, pitifully primitive, lacked imagination, and made one believe that Steve was a doting, senile old codger who you kept on your stuff because you didn't have the heart to fire him. But no longer! The plots now ring with originality, and the villains are as vibrant as life. And Ditko—now I picture him as a lively, eager 25 year old! His SPIDER-MAN is one of the best heroes today. No longer does Steve have the same ol' faces in each story gazing toward the rest of an empty panel. He's helped most of all to bring the AMAZING SPIDER-MAN right up to the top of the MARVEL COMICS GROUP—some people now put him over the fabulous FANTASTIC FOUR (folks in fandom that is) and the brilliant SGT. FURY! And it's not the same old Stan Lee either—whose claims of "We're superior! We're different! We're the best! We're too great for words!" were trying to promote his own work (sort of like most of your competitors). I don't know if their stuff has deteriorated or whether you have improved that

much, but the competition now seems like echhl! Each person in the plot(s) is a complete world, down to the bow tie and personality. Wow—now that I've cleared my head, I know what I should have said at the beginning—may I thank you for the tremendous quality of AMAZING SPIDER-MAN!

Paul Gambaccini
8 Elizabeth Drive
Westport, Conn.

We appreciate your praise, Paul, but feel we must pause for a serious word to you, and all of fandom. We don't feel it's fair for you to knock any other group of magazines while boosting ours. After all, it's just a matter of taste—and there are probably many fans who prefer our competitors' mags to ours. There are many fine talents producing well-written and well-drawn stories at other houses beside MARVEL. While we admit we try to create the greatest comics possible, we feel it isn't proper to comment about mags other than our own on these pages. Okay?

Dear Stan and Steve,

I just got issue #4 of the AMAZING SPIDER-MAN, and it is the greatest of all the Spider-Man issues. Sandman is the best villain he has ever fought. I think the word "Amazing" should be left on the title of the comic, for I think it is a part of the title, and Spider-Man is amazing. I would like to see Spider-Man talking with the spiders like the Ant-Man does with ants, and the Wasp does with the wasps.

Larry Rothenberger
906 Jackson St.
Wausau, Wisconsin

And we suppose you'd like to see IRON MAN talking with pieces of IRON? Oh well, as usual, we'll wait for the comments from our fans out there in mag-land!

SPIDER SCRATCHINGS:

(Due to lack of space, we can't print these letters in their entirety, but we try to include as many interesting comments as we can.)

"You ought to have Spider-Man in the army or navy helping them."—Zane Smith, Carthage, Mo. . . "Your July issue of Spider-Man was so good that I had to write or explode."—Marshall Barroll, Chestertown, Md. . . "The F.F. will be sorry they turned down Spider-Man when he wanted to join up!"—Herbie Clayburn, Jr., N. Y. C., N. Y. . . "Dr. Octopus has just got to make a comeback!"—Leonard Tirado, Brooklyn, N. Y. . . "Keep the public way of Spider-Man, and keep him a 'loner'."—Danny DeVere, Haskell, N. J. . . "I think Spider-Man should have a super partner to help him out even if he doesn't need help."—Robert Dwyer, Marlboro, Mass. . . "We found a clubhouse for our Spider-Man Club, and it's full of spiders! Would you give us a good name for our clubhouse?"—Ricky Gil, Los Angeles, Cal. (Ed. note: How about the SPIDER-MANsion?) . . . "Until I ran across your Spider-Man I would not even go near a comic for fear of somebody ribbing me, but this book opens up an entirely new field in comic history."—Mike Roese, Fort Wayne, Ind. . . "I'd like to see Spider-Man and the Torch come together again."—Michael Bissonnette, Chicopee Falls, Mass.

CONTINUED . . .

CONTINUED...

Dear Stan and Steve,

SPIDER-MAN is improving as I knew he would have to after seeing how the F.F. improved. Thanks for making it monthly. I like the way you answer the letters - you don't beat around the bush, but get straight to the point. What's even more important, you speak our language and remember to say "thanks" which is something rarely done in the letters section of a comic.

Christine Cassello
8017 S. Muskegon
Chicago 17, Ill.

Yes, that's ONE thing you can say about us, Chris - our mags may be riddled with errors, our fans may be deserting us in droves, Stan and Steve may be running out of ideas, but one thing is for sure - we're polite! Nice of you to notice, gal - thanks.

Dear Stan and Steve,

I read the story about Dr. Octopus in SPIDER-MAN and it was great. Now in the part where Spider-Man says, "It's almost too easy. I've run out of enemies who can give me any real opposition..." that certainly isn't true. Every issue gives him a very powerful foe to fight. (Except for that, the whole thing was perfect.) When Spider-Man sees Dr. Octopus, the arms are coming out of his suit. Did the arms become a part of him, or were they just covered up? I liked the appearance of the Human Torch. No matter what anybody else says about it, he spoke the greatest words I have ever heard. I think Spider-Man is a great, great hero, and I'd like to see him printed for another trillion years.

Franz Wright
132 Douglas St.
San Francisco 14, Cal.

So would WE, Franz, but let's be practical... we might have to settle for just a million or two! About Doc Ock's arms, to all intents and purposes they ARE part of him now.

Dear Stan and Steve,

It is my opinion that SPIDER-MAN #2 was the finest all-around comic magazine I've read in the past three or four years. For overall excellence it simply couldn't be matched. The artwork was truly superb, the finest Ditko art I've seen anywhere. The gothic settings (perhaps I should say semi-gothic) were ideally suited, since Spider-Man himself is something of a weird story hero, and should feel right at home in such a background. The stories were also extremely good, on all counts. #2 was a great surprise to me after reading the sorry mess you had created in #1, and I was all set to wave flags and blare out the news with brass bands when issue #3 hit the stands. However, I was disappointed. Maybe you people just work in short tremendous creative spurts or something, but I found #3 a great letdown. The story itself was good, better than most comic stories these days, but the art... Ditko plunged from one extreme to another. The art in #3 looked as though he had done it with a rat's tail, blindfolded perhaps. The misshapen figures and the appalling lack of anything resembling passable detail leads me to believe he must have done the whole comic in a mad rush. I certainly hope you will bring Spider-Man back up to the pinnacle of excellence you established for him with issue #2. He's such a unique and truly great character, he deserves only your best attentions.

Bob Jennings
3819 Chambers Drive
Nashville 11, Tenn.

Admit it, Bob - how much did THE HUMAN TORCH pay you to write that letter? You know we don't draw with rats' tails - they're too expensive! We use our fingernails, like everyone else!



SPECIAL ANNOUNCEMENTS SECTION:

Here it is, the section we like best! A place for us to get together, relax a while, and chew the fat about comic mags. First of all, let's start with an interesting announcement about one of SPIDER-MAN'S ex-villains...

- Remember the SANDMAN? Well, he made such a hit in SPIDER-MAN #4 that we brought him back in another Marvel mag! And so, you'll find ol' Sandy in STRANGE TALES #115, fighting the HUMAN TORCH! It should be fun to see how Torch fares against one of Pete Parker's most dangerous waltzing partners! STRANGE TALES #15 is on sale now - we think!
- Earth-shaking bulletin #2: Ask us who the guest star is in FANTASTIC FOUR #21! Go on, ASK us! Well, it's SGT. FURY! And if you're wondering how we managed to fit HIM into a story involving a different kind of super-villain with a totally different kind of super-power, there's one way to find out - and you know what THAT is!

- We've got so much to talk about, we don't know where to begin! It looks as though our two new mags, X-MEN and THE AVENGERS are destined to be runaway best-sellers! And there's been a lot of talk about DR. STRANGE (in STRANGE TALES, of course). Those that don't like him really HATE the poor guy - and those who like him are WILD about him! Nobody's neutral! We'll give you the result of the pro-and-con count in a few issues. Meantime, if you haven't seen him yet, he's done by Stan and Steve - nuff said!

- By the way, don't delay in letting us know how you like the big changes in TALES TO ASTONISH and TALES OF SUSPENSE! Anti-Man, as you know, has become GIANT-MAN. And IRON MAN - well, you'll have to SEE what we've done to him! Hope you like it! (That's probably the most unnecessary phrase ever written! If you DON'T like the mags we edit for you, we'll shoot ourselves!)

- Here's our most difficult announcement: We want to ask your permission to discontinue this letters section! Now hold on, before you hit the ceiling! We KNOW you enjoy these two pages! We enjoy 'em, too! But, they take HOURS to put together - to select the letters, write the copy, etc., and we'd rather spend that time producing new strips for you. We feel it would be best to have only one clearing house for all Marvel Mail, and that would be the FANTASTIC FOUR Mag. So, how about it? Suppose all the mail for all the Marvel Mags is sent to FF? That'll give SPIDER-MAN two extra pages for longer stories, features, or what-have-you! We'll do nothing till we hear from you, so let us know. But, as a special favor, we hope you'll tell us you don't mind.

- Okay, time to close shop for now. So let's put away our little webs till next ish, when we'll bring you another book-length epic which all you armchair critics can tear apart to your heart's content! Till then, keep well, keep happy, and keep away from radioactive spiders!

GIVE ME JUST ONE EVENING and I'LL TEACH YOU TO HYPNOTIZE EASILY!



Hypnotize others quickly, safely---perform any known HYPNOTIC FEAT with EASE! Amaze friends-Exert your Hypnotic Power over others - Be POPULAR and WANTED!

YES, it's true! You can hypnotize anyone as EASILY and quickly you'll be amazed! And it doesn't take special talents or long months of study. The very first day you receive this miracle GUIDE TO HYPNOTISM you'll be able to perform wonders that will amaze everyone. It's that SIMPLE... WHEN YOU KNOW HOW.

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YOU CAN PERFORM ANY HYPNOTIC FEAT!

First, you must understand that what another person does with Hypnotism, you can also do. There isn't anything anyone has ever done with this art that you cannot do! YOU can make people cry, laugh, shout, stop smoking, recall childhood memories, act like an infant, make water taste like vinegar, get folks to sing, dance and do a 100 things they would never do when not UNDER YOUR POWER. And the most amazing thing of all is... HOW EASY IT TO DO!

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- ☐ DO MIND READING
- ☐ GAIN MAGNETIC PERSONALITY
- ☐ RELIEVE TENSION
- ☐ MAKE MONEY

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Send 2 Christmas Card Assortments on approval, plus FREE Samples of Name-Imprinted Personal Christmas Cards, FREE full-color Catalog, and details of simple money-making plan.

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If writing for an organization, give its name

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NRI Has Trained Thousands



EARL GROSS, Hanover, Ont., has spare-time Radio-TV service shop. Does work for four dealers. **W. F. KLINE**, Cincinnati, Ohio, went from factory laborer to his own business with sales of \$158,000 in one year.



E. DUANE BITNER, Northfield, N.J., works on missiles. He says, "NRI training gave me the biggest boost in my life."



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Albert Dorne — probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

MAKUTA
109 E. ARGYLE STREET
VALLEY STREAM, N. Y. 11680

He's Looking for People Who Like to Draw

TODAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures, and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the people Dorne has helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

John Buskett is another. He was a pipefitter's helper in a big gas company. Today he still works for the same company, but as an artist in the advertising department, with a big increase in pay. Harriet Kuzniewski was bored with an "ordinary" job before she heard of Albert Dorne. Today she does high-style fashion illustration in New York.

With the right training, Wanda Pickulski gave up her typing job to become fashion artist for a local department store.

John Whitaker of Memphis was an airline clerk two years ago. Recently he won a national cartooning contest and was signed to do a newspaper comic strip.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could only help a few of these people he called together America's most successful artists —men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind of school—a home-study art school

America's 12 Most Famous Artists

Norman Rockwell Fred Ludkens
Jon Whitcomb Ben Stahl
Al Parker Robert Fawcett
Stevan Dohanos Austin Briggs
George Giusti Harold Von Schmidt
Peter Helck Albert Dorne

that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the famous artists created a 12-page talent test. Thousands paid \$1 for this test, but now the School offers it free and will grade it free. If you show talent on the test, you will be eligible for training by the School. No obligation. Simply mail coupon. It might be your first step to an exciting, well-paid career in art.

Famous Artists Schools Studio 7066, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test.

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